

**UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK**

In re:

Calpine Corporation, et al.,

Debtors.

HSBC Bank USA, National Association, as
Indenture Trustee, The Bank of New York, as
Administrative Agent, Wilmington Trust FSB, as
Indenture Trustee, Wilmington Trust Company, as
Administrative Agent, Wilmington Trust
Company, as Collateral Agent, and Manufacturers
& Traders Trust Company, as Indenture Trustee,

Appellants,

- against -

Calpine Corporation, The Official Committee of
Unsecured Creditors of Calpine Corporation, and
the Official Committee of Equity Security Holders,

Appellees.

Calpine Corporation, The Official Committee of
Unsecured Creditors of Calpine Corporation, and
the Official Committee of Equity Security Holders,

Appellants,

- against -

HSBC Bank USA, National Association, as
Indenture Trustee, The Bank of New York, as
Administrative Agent, Wilmington Trust FSB, as
Indenture Trustee, Wilmington Trust Company, as
Administrative Agent, Wilmington Trust
Company, as Collateral Agent, and Manufacturers
& Traders Trust Company, as Indenture Trustee,

Appellees.

Chapter 11

Case No. 05-60200 (BRL)
(Jointly Administered)

Case No. 1:07-cv-03088 (GBD)

**MOTION FOR ADMISSION
*PRO HAC VICE***

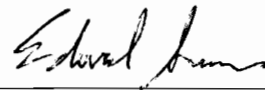
616413 #75 5-23-07

NOTICE OF MOTION FOR ADMISSION *PRO HAC VICE*

PLEASE TAKE NOTICE that, pursuant to Rule 1.3 of this Court's Local Rules, Calpine Corporation, et al., by its attorneys Kirkland & Ellis LLP, hereby moves to admit *pro hac vice* Jeffrey S. Powell, Stephen E. Hessler and Marc Kieselstein to this bar for the purposes of this action.

The affidavit of Edward O. Sassower, sworn to on May 22, 2007, and accompanying affidavits and exhibits, are attached hereto in support of this application. A proposed order is also attached.

Dated: May 22, 2007
New York, New York



Edward O. Sassower (ES 5823)
KIRKLAND & ELLIS LLP
Citigroup Center
153 East 53rd Street
New York, NY 10022-4611
Telephone: (212) 446-4800
Facsimile: (212) 446-4900

Counsel for Calpine Corporation, et al.

CERTIFICATE OF SERVICE

I hereby certify that on this 23rd day of May, 2007, a true and correct copy of Calpine Corporation's Motion for Admission Pro Hac Vice and accompanying affidavits of Edward O. Sassower, Jeffrey S. Powell, Stephen E. Hessler and Marc Kieselstein, and exhibits thereto, and Proposed Order were served by express mail upon the following:

Mark R. Somerstein
Ropes & Gray LLP
1211 Avenue of the Americas
New York, NY 10036-8704

Martin J. Bienenstock
Weil, Gotshal & Manges LLP
767 Fifth Avenue
New York, NY 10153

David S. Elkind
Ropes & Gray LLP
1251 Avenue of The Americas
New York, NY 10020

Gary L. Kaplan
Fried, Frank, Harris, Shriver & Jacobson
One New York Plaza
New York, NY 10004

Amanda Duncan Darwin
Nixon Peabody LLP (MA)
100 Summer Street
Boston, MA 02110

Richard G. Mason
Wachtell, Lipton, Rosen & Katz
51 West 52nd Street
New York, NY 10019

Dennis Murphy
Nixon Peabody LLP (MA)
100 Summer Street
Boston, MA 02110

Michael S. Stamer
Akin, Gump, Strauss, Hauer & Feld, LLP
590 Madison Avenue
New York, NY 10022

Richard C. Pedone
Nixon Peabody LLP (MA)
100 Summer Street
Boston, MA 02110



Edward O. Sassower

**UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK**

-----	X	
In re:	:	
	:	Chapter 11
Calpine Corporation, <u>et al.</u> ,	:	
	:	Case No. 05-60200 (BRL)
Debtors.	:	(Jointly Administered)
-----	X	
HSBC Bank USA, National Association, as	:	
Indenture Trustee, The Bank of New York, as	:	
Administrative Agent, Wilmington Trust FSB, as	:	Case No. 1:07-cv-03088 (GBD)
Indenture Trustee, Wilmington Trust Company, as	:	
Administrative Agent, Wilmington Trust	:	
Company, as Collateral Agent, and Manufacturers	:	
& Traders Trust Company, as Indenture Trustee,	:	
	:	
Appellants,	:	
	:	
- against -	:	
	:	
Calpine Corporation, The Official Committee of	:	AFFIDAVIT OF EDWARD O.
Unsecured Creditors of Calpine Corporation, and	:	SASSOWER
the Official Committee of Equity Security Holders,	:	
	:	
Appellees.	:	
-----	X	
Calpine Corporation, The Official Committee of	:	
Unsecured Creditors of Calpine Corporation, and	:	
the Official Committee of Equity Security Holders,	:	
	:	
Appellants,	:	
	:	
- against -	:	
	:	
HSBC Bank USA, National Association, as	:	
Indenture Trustee, The Bank of New York, as	:	
Administrative Agent, Wilmington Trust FSB, as	:	
Indenture Trustee, Wilmington Trust Company, as	:	
Administrative Agent, Wilmington Trust	:	
Company, as Collateral Agent, and Manufacturers	:	
& Traders Trust Company, as Indenture Trustee,	:	
	:	
Appellees.	:	
-----	X	

**AFFIDAVIT OF EDWARD O. SASSOWER IN SUPPORT OF
MOTION FOR ADMISSION *PRO HAC VICE***

STATE OF NEW YORK)
) ss:
COUNTY OF NEW YORK)

EDWARD O. SASSOWER, being duly sworn, deposes and states:

1. I am a practicing attorney duly admitted to the Bar of the State of New York and admitted to practice before this Court. I am a partner of the firm Kirkland & Ellis LLP (“Kirkland”), attorneys for Calpine Corporation, et al. (“Calpine”). I submit this affidavit in support of Calpine’s motion pursuant to Rule 1.3 of this Court’s Local Rules for an order permitting Jeffrey S. Powell, Stephen E. Hessler and Marc Kieselstein to appear as counsel *pro hac vice* on behalf of Calpine for purposes of this action.

2. Mr. Powell is a partner in Kirkland’s Washington, D.C. office. He is a practicing attorney and a member in good standing of the Bar of the District of Columbia and the Bar of the State of Illinois. In addition, he is admitted to practice in the United States District Court for the Northern District of Illinois, the United States District Court for the Northern District of Indiana, the United States District Court for the Central District of California, the United States District Court for the District of Arizona, the United States District Court for the Western District of Michigan, the United States Court of Appeals for the Seventh Circuit, the United States Court of Appeals for the Sixth Circuit and the United States Court of Appeals for the Eleventh Circuit. Mr. Powell’s affidavit in support of this motion, including a copy of the certificate of good standing certifying his status as a member of the District of Columbia Bar, is attached as Exhibit A. Copies of Mr. Powell’s other certificates will be provided upon request.

3. Mr. Hessler is an associate in Kirkland’s Washington, D.C. office. He is a practicing attorney and a member in good standing of the Bar of the District of Columbia and the

Bar of the State of Michigan. In addition, he is admitted to practice in the United States District Court for the Eastern District of Michigan, the United States District Court for the Western District of Kentucky, the United States Court of Appeals for the Second Circuit, the United States Court of Appeals for the Third Circuit and the United States Court of Appeals for the Sixth Circuit. Mr. Hessler's affidavit in support of this motion, including a copy of the certificate of good standing certifying his status as a member of the District of Columbia Bar, is attached as Exhibit B. Copies of Mr. Hessler's other certificates will be provided upon request.

4. Mr. Kieselstein is a partner in Kirkland's Chicago office. He is a practicing attorney and a member in good standing of the Bar of the State of Illinois. In addition, he is admitted to practice in the United States District Court for the Northern District of Illinois, the United States District Court for the Eastern District of Wisconsin, the United States Court of Appeals for the Seventh Circuit and the United States Court of Appeals for the Ninth Circuit. Mr. Kieselstein's affidavit in support of this motion, including a copy of the certificate of good standing certifying his status as a member of the State of Illinois Bar, is attached as Exhibit C. Copies of Mr. Kieselstein's other certificates will be provided upon request.

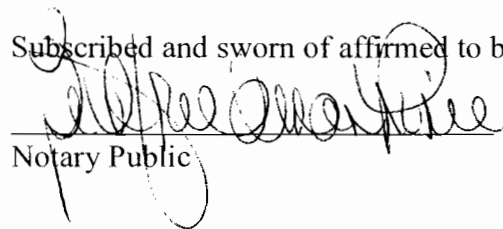
5. Mr. Powell, Mr. Hessler and Mr. Kieselstein have never been denied admission or disciplined by any court.

Dated: May 22, 2007
New York, New York



Edward O. Sassower (ES 5823)
KIRKLAND & ELLIS LLP
Citigroup Center
153 East 53rd Street
New York, NY 10022-4611
Telephone: (212) 446-4800
Facsimile: (212) 446-4900

Subscribed and sworn of affirmed to before me this 22nd day of May, 2007.


Notary Public

BETH FRIEDMAN LURIE
NOTARY PUBLIC, State of New York
No. 4763035
Qualified in Nassau County
Commission Expires Sept. 30, 2009

2009

EXHIBIT A

**UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK**

-----	X	
In re:	:	
	:	Chapter 11
Calpine Corporation, <u>et al.</u> ,	:	
	:	Case No. 05-60200 (BRL)
Debtors.	:	(Jointly Administered)
-----	X	
HSBC Bank USA, National Association, as	:	
Indenture Trustee, The Bank of New York, as	:	
Administrative Agent, Wilmington Trust FSB, as	:	Case No. 1:07-cv-03088 (GBD)
Indenture Trustee, Wilmington Trust Company, as	:	
Administrative Agent, Wilmington Trust	:	
Company, as Collateral Agent, and Manufacturers	:	
& Traders Trust Company, as Indenture Trustee,	:	
	:	
Appellants,	:	
	:	
- against -	:	
	:	
Calpine Corporation, The Official Committee of	:	AFFIDAVIT OF JEFFREY S.
Unsecured Creditors of Calpine Corporation, and	:	POWELL
the Official Committee of Equity Security Holders,	:	
	:	
Appellees.	:	
-----	X	
Calpine Corporation, The Official Committee of	:	
Unsecured Creditors of Calpine Corporation, and	:	
the Official Committee of Equity Security Holders,	:	
	:	
Appellants,	:	
	:	
- against -	:	
	:	
HSBC Bank USA, National Association, as	:	
Indenture Trustee, The Bank of New York, as	:	
Administrative Agent, Wilmington Trust FSB, as	:	
Indenture Trustee, Wilmington Trust Company, as	:	
Administrative Agent, Wilmington Trust	:	
Company, as Collateral Agent, and Manufacturers	:	
& Traders Trust Company, as Indenture Trustee,	:	
	:	
Appellees.	:	
-----	X	

**AFFIDAVIT OF JEFFERY S. POWELL IN SUPPORT OF
MOTION FOR ADMISSION *PRO HAC VICE***

STATE OF NEW YORK)
)
COUNTY OF NEW YORK) ss:

I, Jeffrey S. Powell, file this affidavit in support of Calpine's Motion for Admission *Pro Hac Vice*, and hereby state as follows:


1. I am admitted to practice in, and am a member in good standing of, the Bar of the District of Columbia and the Bar of the State of Illinois. I am also admitted to practice in the United States District Court for the Northern District of Illinois, 1986; the United States District Court for the Northern District of Indiana, 1987; the United States Third Circuit Court of Appeal, 1990; the United States District Court for the Central District of California, 1991; the United States Court of Appeals for the Seventh Circuit, 1991; the United States District Court for the District of Arizona, 1992; the United States District Court for the Western District of Michigan, 1997; the United States Court of Appeals for the Sixth Circuit, 1997; and the United States Court of Appeals for the Eleventh Circuit, 2000. A certificate of good standing certifying my status as a member of the District of Columbia Bar is attached to this affidavit. If certificates are needed for the other courts, I will provide them.

2. I have never been the subject of disciplinary action by the bars or courts of any jurisdiction in which I am licensed.

3. I have never been denied admission to any court to which I have applied.

4. My office address, telephone number and telecopier number are included below my signature.

5. Kirkland & Ellis LLP has been retained to represent Calpine in this action. I am a partner of Kirkland & Ellis LLP.



Jeffrey S. Powell
D.C. Bar No. 475572
KIRKLAND & ELLIS LLP
655 Fifteenth Street, N.W.
Washington, D.C. 20005
Telephone: (202) 879-5000
Facsimile: (202) 879-5200

Subscribed and sworn of affirmed to before me this 16th day of May, 2007.



Notary Public

My Commission expires: July, 2008



District of Columbia Court of Appeals
Committee on Admissions
500 Indiana Avenue, N.W. — Room 4200
Washington, D. C. 20001
202 / 879-2710

I, GARLAND PINKSTON, JR., Clerk of the District of Columbia Court of Appeals, do hereby certify that

JEFFREY S. POWELL

was on the 3RD day of December, 2001,

duly qualified and admitted as an attorney and counselor and entitled to practice before this Court and is, on the date indicated below, an active member in good standing of this Bar.

In Testimony Whereof, I have hereunto subscribed my name and affixed the seal of this Court at the City of Washington, D.C., on May 18, 2007.

GARLAND PINKSTON, JR.

By:


Deputy Clerk

EXHIBIT B

**UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK**

-----	X	
In re:	:	
	:	Chapter 11
Calpine Corporation, <u>et al.</u> ,	:	
	:	Case No. 05-60200 (BRL)
Debtors.	:	(Jointly Administered)
-----	X	
HSBC Bank USA, National Association, as	:	
Indenture Trustee, The Bank of New York, as	:	
Administrative Agent, Wilmington Trust FSB, as	:	Case No. 1:07-cv-03088 (GBD)
Indenture Trustee, Wilmington Trust Company, as	:	
Administrative Agent, Wilmington Trust	:	
Company, as Collateral Agent, and Manufacturers	:	
& Traders Trust Company, as Indenture Trustee,	:	
	:	
Appellants,	:	
	:	
- against -	:	
	:	
Calpine Corporation, The Official Committee of	:	AFFIDAVIT OF STEPHEN E.
Unsecured Creditors of Calpine Corporation, and	:	HESSLER
the Official Committee of Equity Security Holders,	:	
	:	
Appellees.	:	
-----	X	
Calpine Corporation, The Official Committee of	:	
Unsecured Creditors of Calpine Corporation, and	:	
the Official Committee of Equity Security Holders,	:	
	:	
Appellants,	:	
	:	
- against -	:	
	:	
HSBC Bank USA, National Association, as	:	
Indenture Trustee, The Bank of New York, as	:	
Administrative Agent, Wilmington Trust FSB, as	:	
Indenture Trustee, Wilmington Trust Company, as	:	
Administrative Agent, Wilmington Trust	:	
Company, as Collateral Agent, and Manufacturers	:	
& Traders Trust Company, as Indenture Trustee,	:	
	:	
Appellees.	:	
-----	X	

**AFFIDAVIT OF STEPHEN E. HESSLER IN SUPPORT OF
MOTION FOR ADMISSION *PRO HAC VICE***

STATE OF NEW YORK)
)
COUNTY OF NEW YORK) ss:

I, Stephen E. Hessler, file this affidavit in support of Calpine's Motion for Admission *Pro Hac Vice*, and hereby state as follows:

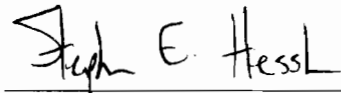
1. I am admitted to practice in, and am a member in good standing of, the Bar of the District of Columbia. I am also admitted to practice in the United States District Court for the Eastern District of Michigan, 2005; the United States District Court for the Western District of Kentucky, August, 2002; the United States Court of Appeals for the Second Circuit, 2006; the United States Court of Appeals for the Third Circuit, August, 2003; and the United States Court of Appeals for the Sixth Circuit, September, 2002. A certificate of good standing certifying my status as a member of the District of Columbia Bar is attached to this affidavit. If certificates are needed for the other courts, I will provide them.

2. I have never been the subject of disciplinary action by the bars or courts of any jurisdiction in which I am licensed.

3. I have never been denied admission to any court to which I have applied.

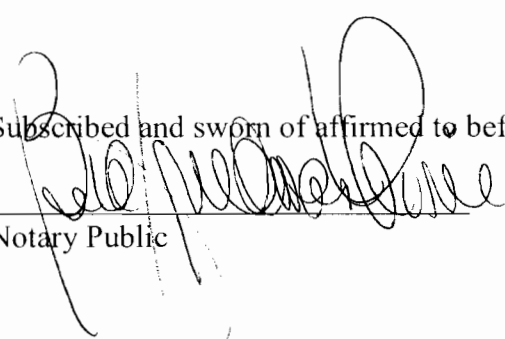
4. My office address, telephone number and telecopier number are included below my signature.

5. Kirkland & Ellis LLP has been retained to represent Calpine in this action. I am an associate of Kirkland & Ellis LLP.



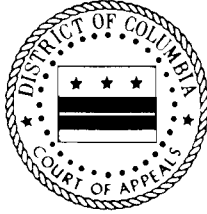
Stephen E. Hessler
D.C. Bar No. 486140
KIRKLAND & ELLIS LLP
655 Fifteenth Street, N.W.
Washington, D.C. 20005
Telephone: (202) 879-5000
Facsimile: (202) 879-5200

Subscribed and sworn of affirmed to before me this 22nd day of May, 2007.



Notary Public

SETH FRIEDMAN LURIE
NOTARY PUBLIC, State of New York
No. 4783035
Qualified in Nassau County
Commission Expires Sept. 30, 2009



District of Columbia Court of Appeals
Committee on Admissions
500 Indiana Avenue, N.W. — Room 4200
Washington, D. C. 20001
202 / 879-2710

I, GARLAND PINKSTON, JR., Clerk of the District of Columbia Court of Appeals, do hereby certify that

STEPHEN E. HESSLER

was on the 10TH day of May, 2004,

duly qualified and admitted as an attorney and counselor and entitled to practice before this Court and is, on the date indicated below, an active member in good standing of this Bar.

In Testimony Whereof, I have hereunto subscribed my name and affixed the seal of this Court at the City of Washington, D.C., on May 18, 2007.

GARLAND PINKSTON, JR.

By: _____


Deputy Clerk

EXHIBIT C

**UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK**

-----	X	
In re:	:	
	:	Chapter 11
Calpine Corporation, <u>et al.</u> ,	:	
	:	Case No. 05-60200 (BRL)
Debtors.	:	(Jointly Administered)
-----	X	
HSBC Bank USA, National Association, as	:	
Indenture Trustee, The Bank of New York, as	:	
Administrative Agent, Wilmington Trust FSB, as	:	Case No. 1:07-cv-03088 (GBD)
Indenture Trustee, Wilmington Trust Company, as	:	
Administrative Agent, Wilmington Trust	:	
Company, as Collateral Agent, and Manufacturers	:	
& Traders Trust Company, as Indenture Trustee,	:	
	:	
Appellants,	:	
	:	
- against -	:	
	:	
Calpine Corporation, The Official Committee of	:	AFFIDAVIT OF MARC
Unsecured Creditors of Calpine Corporation, and	:	KIESELSTEIN
the Official Committee of Equity Security Holders,	:	
	:	
Appellees.	:	
-----	X	
Calpine Corporation, The Official Committee of	:	
Unsecured Creditors of Calpine Corporation, and	:	
the Official Committee of Equity Security Holders,	:	
	:	
Appellants,	:	
	:	
- against -	:	
	:	
HSBC Bank USA, National Association, as	:	
Indenture Trustee, The Bank of New York, as	:	
Administrative Agent, Wilmington Trust FSB, as	:	
Indenture Trustee, Wilmington Trust Company, as	:	
Administrative Agent, Wilmington Trust	:	
Company, as Collateral Agent, and Manufacturers	:	
& Traders Trust Company, as Indenture Trustee,	:	
	:	
Appellees.	:	
-----	X	

**AFFIDAVIT OF MARC KIESELSTEIN IN SUPPORT OF
MOTION FOR ADMISSION *PRO HAC VICE***

STATE OF NEW YORK)
) ss:
COUNTY OF NEW YORK)

I, Marc Kieselstein, file this affidavit in support of Calpine's Motion for Admission *Pro Hac Vice*, and hereby state as follows:

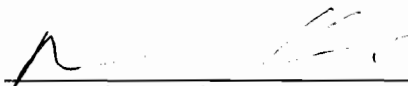
1. I am admitted to practice in, and am a member in good standing of, the Bar of the State of Illinois. I am also admitted to practice in the United States District Court for the Northern District of Illinois, 1991; the United States District Court for the Eastern District of Wisconsin, 2000; the United States Court of Appeals for the Seventh Circuit, 2005; and the United States Court of Appeals for the Ninth Circuit, 2000. A certificate of good standing certifying my status as a member of the State of Illinois Bar is attached to this affidavit. If certificates are needed for the other courts, I will provide them.

2. I have never been the subject of disciplinary action by the bars or courts of any jurisdiction in which I am licensed.

3. I have never been denied admission to any court to which I have applied.

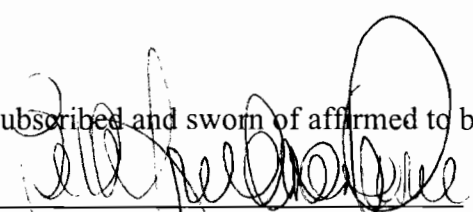
4. My office address, telephone number and telecopier number are included below my signature.

5. Kirkland & Ellis LLP has been retained to represent Calpine in this action. I am partner of Kirkland & Ellis LLP.



Marc Kieselstein
Illinois Bar No. [6199255]
KIRKLAND & ELLIS LLP
200 East Randolph Drive
Chicago, IL 60601-6636
Telephone: (312) 861-2000
Facsimile: (312) 861-2200

Subscribed and sworn of affirmed to before me this 22 day of May, 2007.



Notary Public

BETH E. ROMAN-LURIE
NOTARY PUBLIC, State of New York
No. 4780035
Qualified in Nassau County
Commission Expires Sept. 30, 2009

2009

CERTIFICATE OF GOOD STANDING



United States of America

} ss. Marc Kieselstein

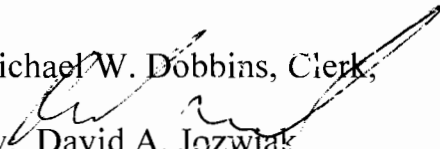
Northern District of Illinois

I, Michael W. Dobbins, Clerk of the United States District Court
for the Northern District of Illinois,

DO HEREBY CERTIFY That Marc Kieselstein
was duly admitted to practice in said Court on (02/12/1991)
and is in good standing as a member of the bar of said court.

Dated at Chicago, Illinois
on (05/21/2007)

Michael W. Dobbins, Clerk,

By: 
David A. Jozwiak
Deputy Clerk

**UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK**

-----	X	
In re:	:	
	:	Chapter 11
Calpine Corporation, <u>et al.</u> ,	:	
	:	Case No. 05-60200 (BRL)
Debtors.	:	(Jointly Administered)
-----	X	
HSBC Bank USA, National Association, as	:	
Indenture Trustee, The Bank of New York, as	:	
Administrative Agent, Wilmington Trust FSB, as	:	Case No. 1:07-cv-03088 (GBD)
Indenture Trustee, Wilmington Trust Company, as	:	
Administrative Agent, Wilmington Trust	:	
Company, as Collateral Agent, and Manufacturers	:	
& Traders Trust Company, as Indenture Trustee,	:	
	:	
Appellants,	:	
	:	
- against -	:	
	:	
Calpine Corporation, The Official Committee of	:	ORDER GRANTING MOTION
Unsecured Creditors of Calpine Corporation, and	:	FOR ADMISSION <i>PRO HAC VICE</i>
the Official Committee of Equity Security Holders,	:	
	:	
Appellees.	:	
-----	X	
Calpine Corporation, The Official Committee of	:	
Unsecured Creditors of Calpine Corporation, and	:	
the Official Committee of Equity Security Holders,	:	
	:	
Appellants,	:	
	:	
- against -	:	
	:	
HSBC Bank USA, National Association, as	:	
Indenture Trustee, The Bank of New York, as	:	
Administrative Agent, Wilmington Trust FSB, as	:	
Indenture Trustee, Wilmington Trust Company, as	:	
Administrative Agent, Wilmington Trust	:	
Company, as Collateral Agent, and Manufacturers	:	
& Traders Trust Company, as Indenture Trustee,	:	
	:	
Appellees.	:	
-----	X	

[PROPOSED] ORDER GRANTING MOTION FOR ADMISSION *PRO HAC VICE*

The motion for admission to practice *pro hac vice* in the above captioned matter is GRANTED. The admitted attorneys, Jeffrey S. Powell, Stephen E. Hessler and Marc Kieselstein, are permitted to argue or try this particular case and related cases in whole or in part as counsel or advocate.

This Order confirms your appearance as counsel for Calpine Corporation, et al. in this case and any related cases, and it will be entered on the Court's docket. A notation of your admission *pro hac vice* for the above listed case will be made on the roll of attorneys.

The attorneys admitted *pro hac vice* must serve a copy of this Order on all other counsel in this case.

Dated: _____

United States District Judge

cc: Mark R. Somerstein
David S. Elkind
Amanda Duncan Darwin
Dennis Murphy
Richard C. Pedone
Martin J. Bienenstock
Gary L. Kaplan
Richard G. Mason
Michael S. Stamer
Jeffrey S. Powell
Stephen E. Hessler
Court File